

LETTER OF INTENT

From: Tyndall Investment Management Ltd
5 – 8 The Sanctuary
London SW1P 3JS

To: Polar Nimrod Topco Limited (the "**Offeror**")
10 Lower Thames Street
London EC3R 6AF

Bagnall Energy Limited
10 Lower Thames Street
London EC3R 6AF

19 June 2025

Proposed acquisition of Downing Renewables & Infrastructure Trust plc

We understand that the Offeror intends to make an offer to acquire, directly or indirectly, the entire issued and to be issued ordinary share capital of Downing Renewables & Infrastructure Trust plc ("**DORE**") not already owned by the Bagnall Group, comprising ordinary shares of £0.01 each in the capital of DORE (the "**Proposed Transaction**").

We further understand that the Proposed Transaction will be made on the terms and subject to the conditions to be set out in the announcement of a firm intention to make an offer to be made under Rule 2.7 of the City Code on Takeovers and Mergers (the "**Code**") substantially in the form which is attached in the Appendix to this letter (the "**Press Announcement**"), together with any additional terms and conditions as may be required by the Code and/or any other applicable law or regulation or as the Offeror and DORE may agree.

It is acknowledged that the Proposed Transaction is intended to be made by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (as amended) (the "**Companies Act**") (the "**Scheme**"), but the Offeror has reserved the right to elect to implement the Proposed Transaction by way of a takeover offer, as defined in Chapter 3 of Part 28 of the Companies Act (an "**Offer**").

As at the date of this letter, we are the registered holder and/or beneficial owner of **3,774,031 ordinary shares** of £0.01 each in the capital of DORE (the "**Shares**").

We hereby confirm that it is our current intention to exercise the voting rights or procure the exercise of the voting rights attached to the Shares at the shareholder meetings to be convened by DORE and/or the Court to approve and implement the Scheme (and any adjournments thereof) in favour of any resolutions necessary to approve and implement the Scheme in respect of all of the Shares.

In the event that the Proposed Transaction is implemented by way of an Offer, it is our current intention to accept or procure the acceptance of the Offer in respect of all of the Shares.

We hereby confirm that as at the date of this letter, other than the Shares, there are no other shares, or interests or rights to subscribe for shares, in the capital of DORE in which we are interested and we do not have any short positions, agreements to sell, delivery obligations or rights to require other persons to purchase or take delivery of any such shares in the capital of DORE.

This letter is not legally binding, does not constitute an irrevocable undertaking and does not prevent us from selling the Shares in the market or otherwise disposing or agreeing to dispose of our interest/voting rights in the Shares nor does this letter preclude us from accepting or agreeing to accept a higher offer.

We consent to the issue of a press announcement incorporating references to us and to this letter substantially in the form of the Press Announcement. We understand that, in accordance with the Code, particulars of this letter will be contained in the Press Announcement and, subject to any change in our current intention, in the scheme document (or offer document) to be published in respect of the Proposed Transaction in due course. We also understand that this letter will be published on a website in accordance with Rule 26.1 of the Code. We undertake to provide you with all such information in relation to our interests in the share capital of DORE as you may reasonably require to comply with the rules and requirements of The Panel on Takeovers and Mergers (the "**Takeover Panel**") and any other legal or regulatory requirements.

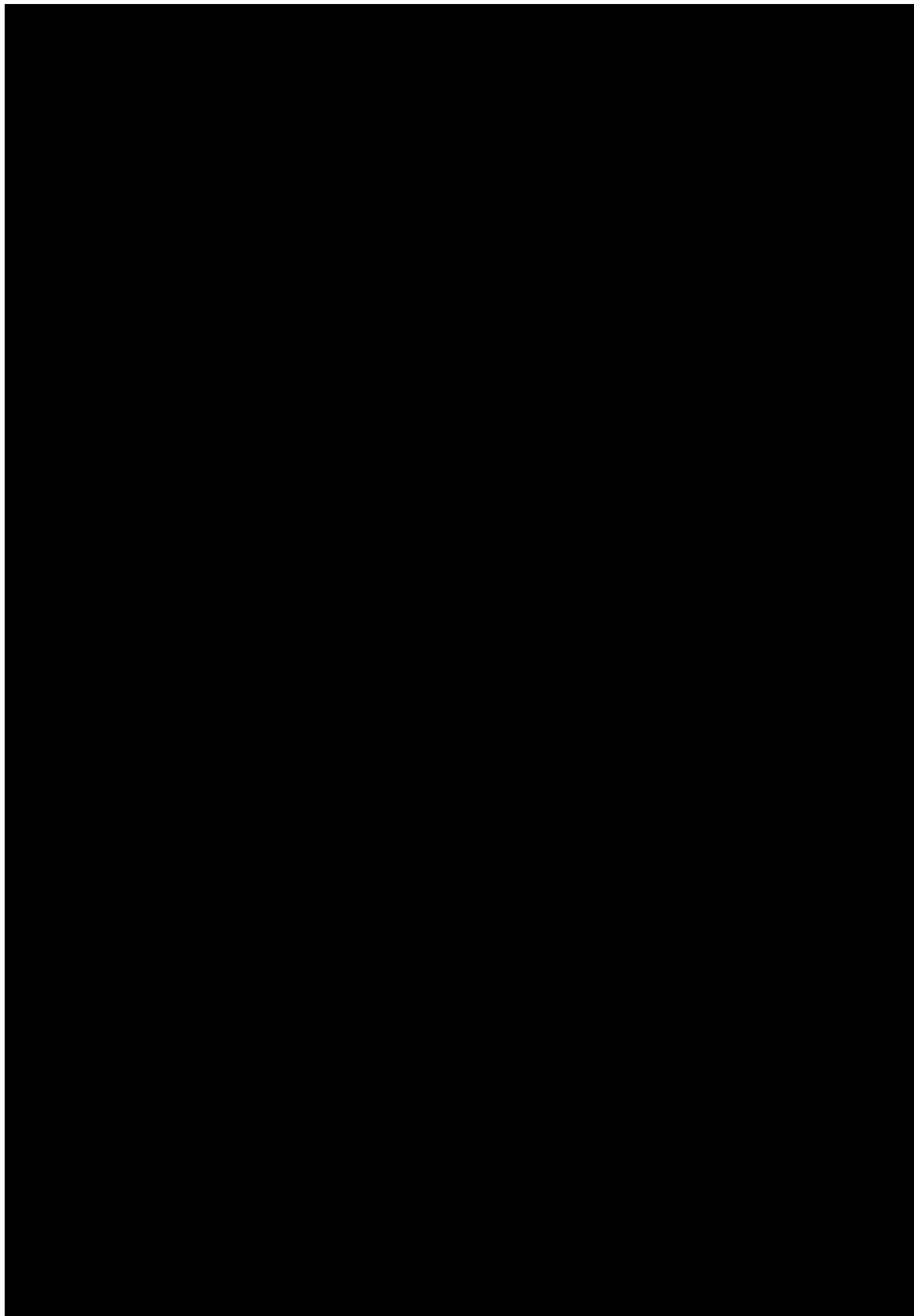
We acknowledge that, should our current intention change in respect of all or any of the Shares referred to above following the release of the Press Announcement, we are obliged to inform the Offeror and the Takeover Panel of the up-to-date position promptly such that the Offeror can make an appropriate announcement pursuant to Rule 2.10(c) of the Code.

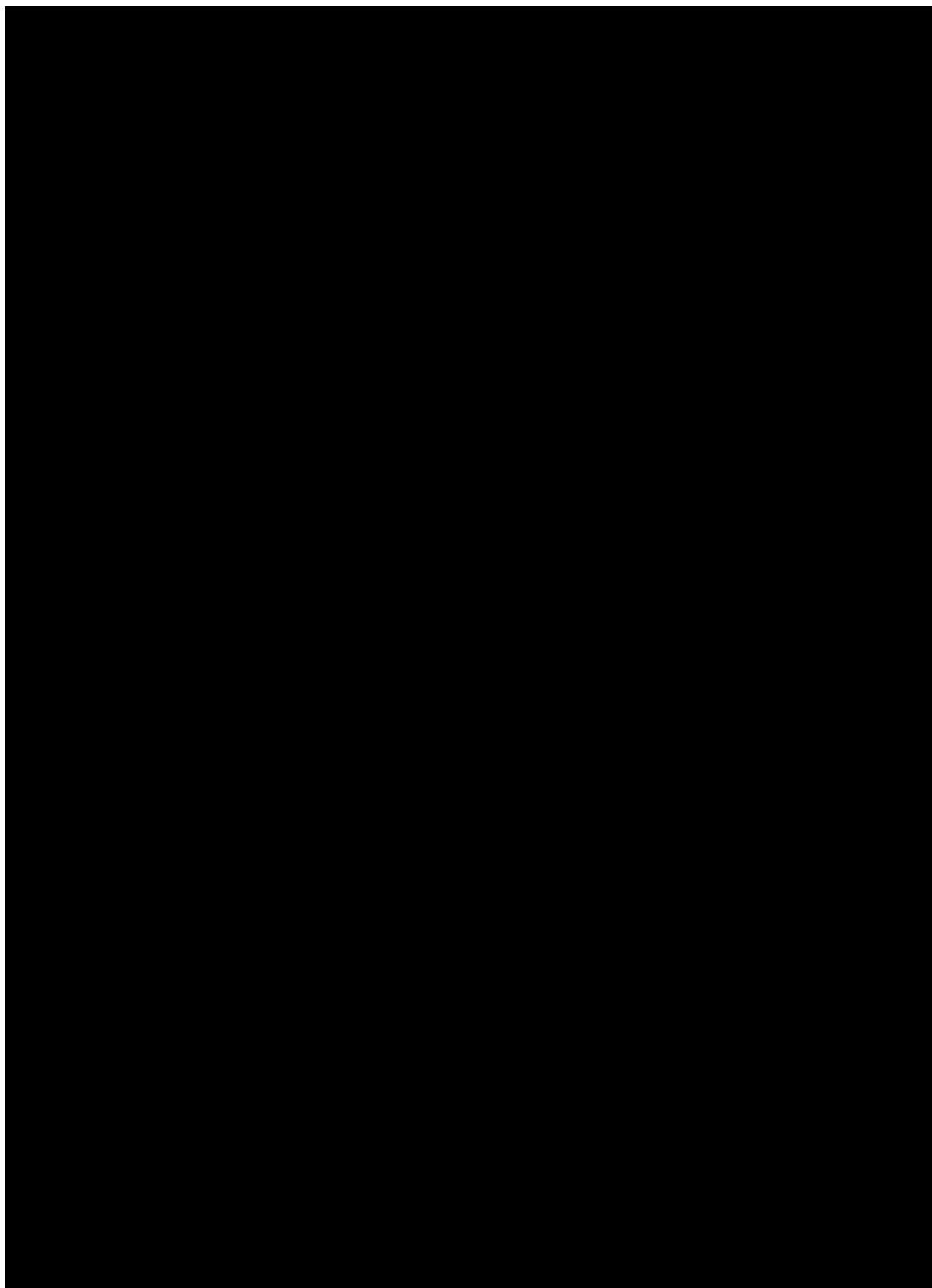
Yours faithfully,



For and on behalf of
Tyndall Investment Management Ltd

Date: 19 June 2025





the 1990s, the number of people in the world who are under 15 years of age has increased by 1.2 billion, from 1.1 billion in 1980 to 2.3 billion in 1999. The number of people aged 15 years and over has increased by 1.1 billion, from 1.1 billion in 1980 to 2.2 billion in 1999.

There is a significant increase in the number of people in the world who are aged 15 years and over, but the increase is not as large as the increase in the number of people who are under 15 years of age. This is because the number of people who are aged 15 years and over has increased by 1.1 billion, while the number of people who are under 15 years of age has increased by 1.2 billion.

The increase in the number of people who are under 15 years of age is due to a combination of factors, including a high birth rate and a low death rate. The increase in the number of people who are aged 15 years and over is due to a combination of factors, including a high birth rate and a low death rate.

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The first of these is the fact that the system is not a simple one. It is a complex system, and as such, it is not possible to understand it by looking at its parts in isolation. The system is a whole, and its behavior is determined by the interactions between its parts. This is a fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and science.

The second of these is the fact that the system is not a static one. It is a dynamic system, and its behavior changes over time. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and science.

The third of these is the fact that the system is not a linear one. It is a non-linear system, and its behavior is not predictable by simple linear models. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and science.

The fourth of these is the fact that the system is not a closed one. It is an open system, and it interacts with its environment. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and science.

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The fourth of these is the fact that the system is self-organizing. It is not a system that is controlled from the outside, and it is not a system that is designed from the top down. It is a system that organizes itself, and its behavior emerges from the interactions between its parts. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The fifth of these is the fact that the system is resilient. It is not a system that is fragile, and it is not a system that is easily disrupted. It is a system that is able to withstand change, and it is able to adapt to new circumstances. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The sixth of these is the fact that the system is sustainable. It is not a system that is unsustainable, and it is not a system that is doomed to failure. It is a system that is able to continue to exist, and it is able to thrive in the face of adversity. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The seventh of these is the fact that the system is equitable. It is not a system that is unfair, and it is not a system that is biased. It is a system that is able to provide for the needs of all its members, and it is able to ensure that everyone has a fair chance of success. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The eighth of these is the fact that the system is transparent. It is not a system that is opaque, and it is not a system that is hidden. It is a system that is able to be understood, and it is able to be trusted. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The ninth of these is the fact that the system is accountable. It is not a system that is irresponsible, and it is not a system that is unaccountable. It is a system that is able to be held responsible for its actions, and it is able to be held accountable for its failures. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The tenth of these is the fact that the system is inclusive. It is not a system that is exclusive, and it is not a system that is discriminatory. It is a system that is able to include everyone, and it is able to ensure that everyone has a voice. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The eleventh of these is the fact that the system is innovative. It is not a system that is stagnant, and it is not a system that is uncreative. It is a system that is able to come up with new ideas, and it is able to implement them. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The twelfth of these is the fact that the system is adaptable. It is not a system that is inflexible, and it is not a system that is rigid. It is a system that is able to change, and it is able to adapt to new circumstances. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

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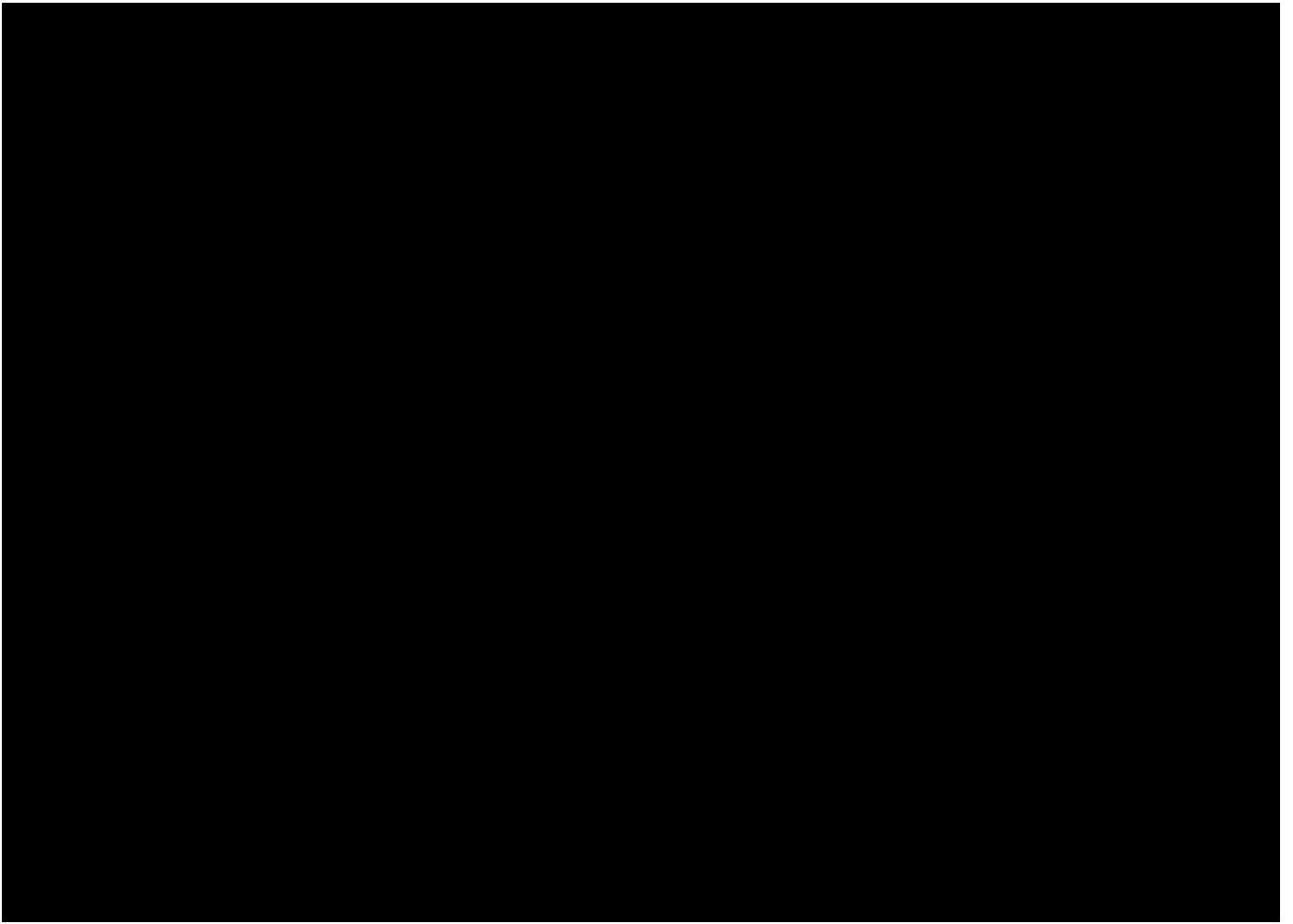
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the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million (1990–1999) and is projected to increase by a further 1.5 million by 2010 (Office for National Statistics 2000). The number of people aged 65 and over is projected to increase by 2.5 million by 2020 (Office for National Statistics 2000).

There is a growing awareness of the need to develop strategies to meet the needs of the ageing population. The Department of Health (1999) has identified the need to develop a 'new paradigm' for the care of the elderly. This paradigm is based on the principle of 'active ageing', which is the process of maintaining and enhancing the functional ability of older people to live independently and to participate in society. The Department of Health (1999) has identified a number of key areas for action in order to achieve this paradigm, including: (1) promoting healthy ageing; (2) preventing and managing illness and disability; (3) supporting independence and participation; and (4) ensuring a good quality of life.

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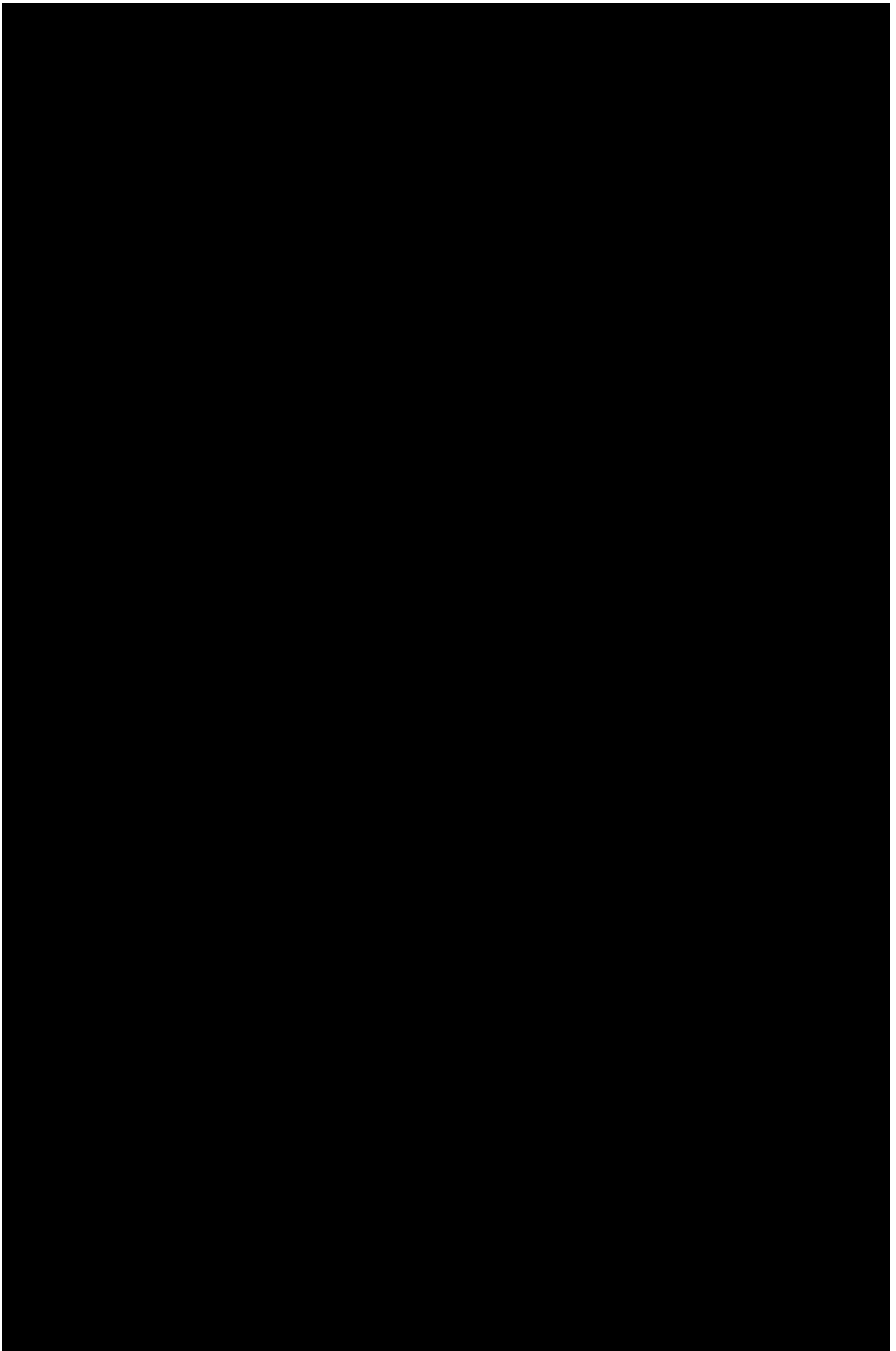
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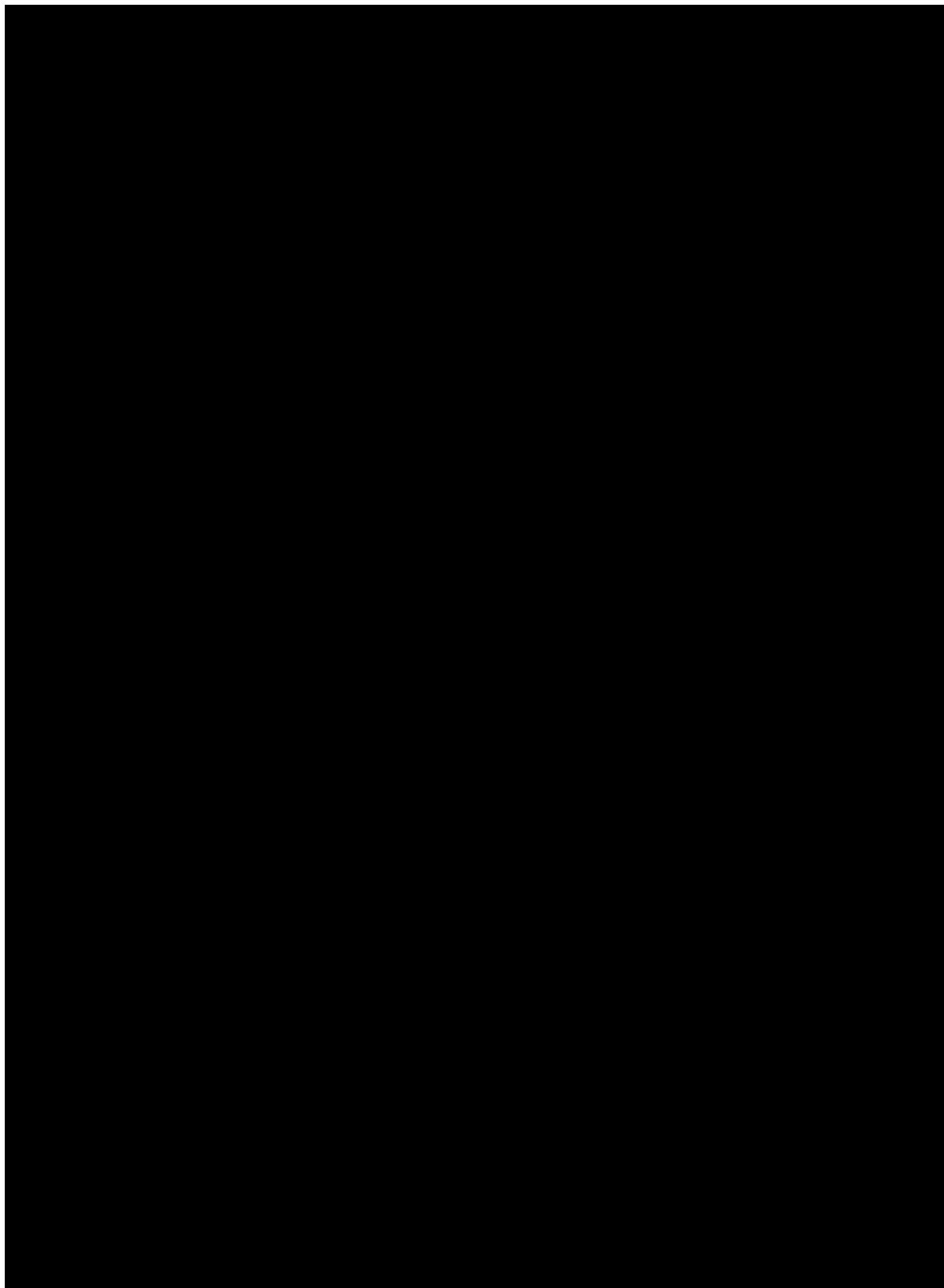
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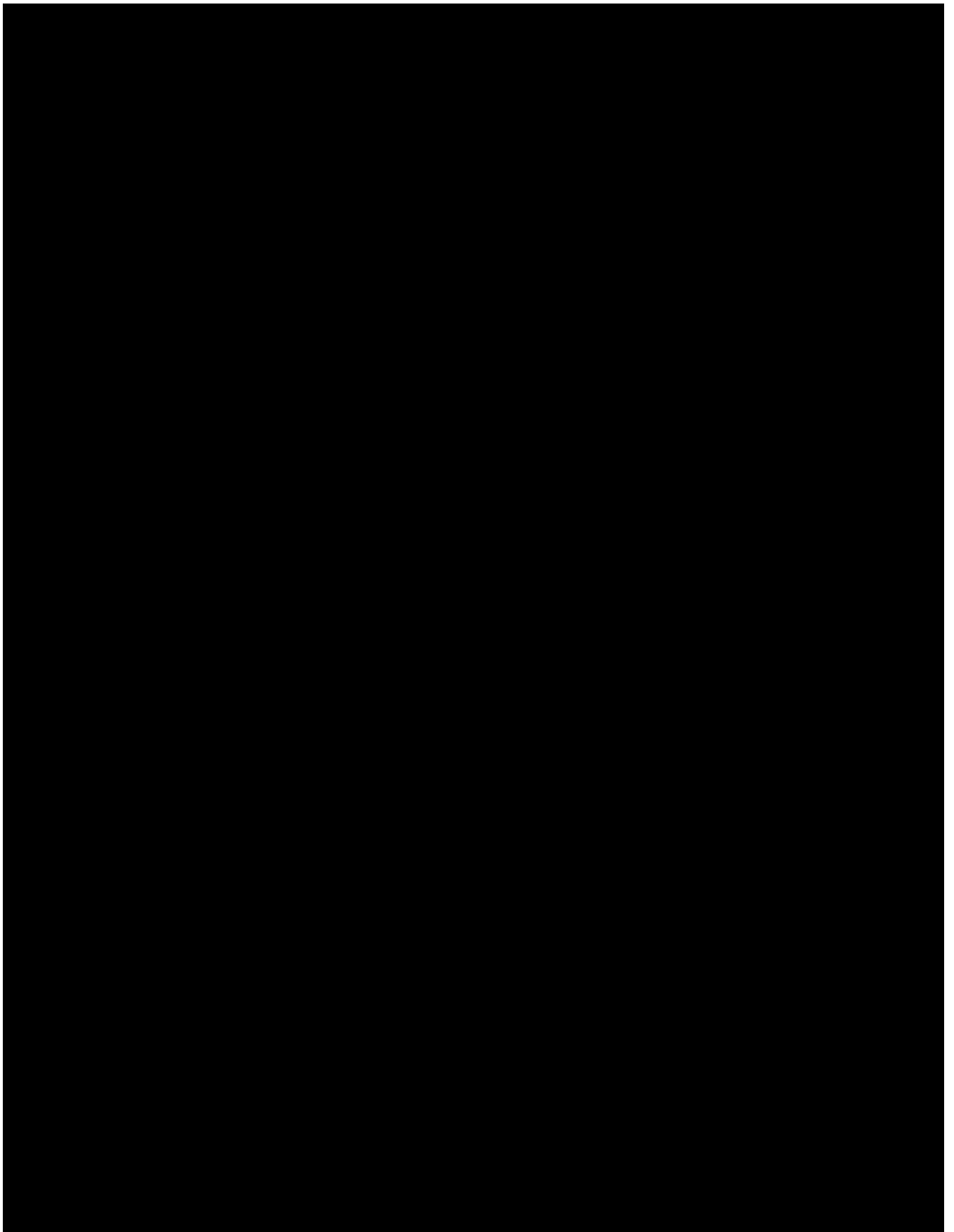


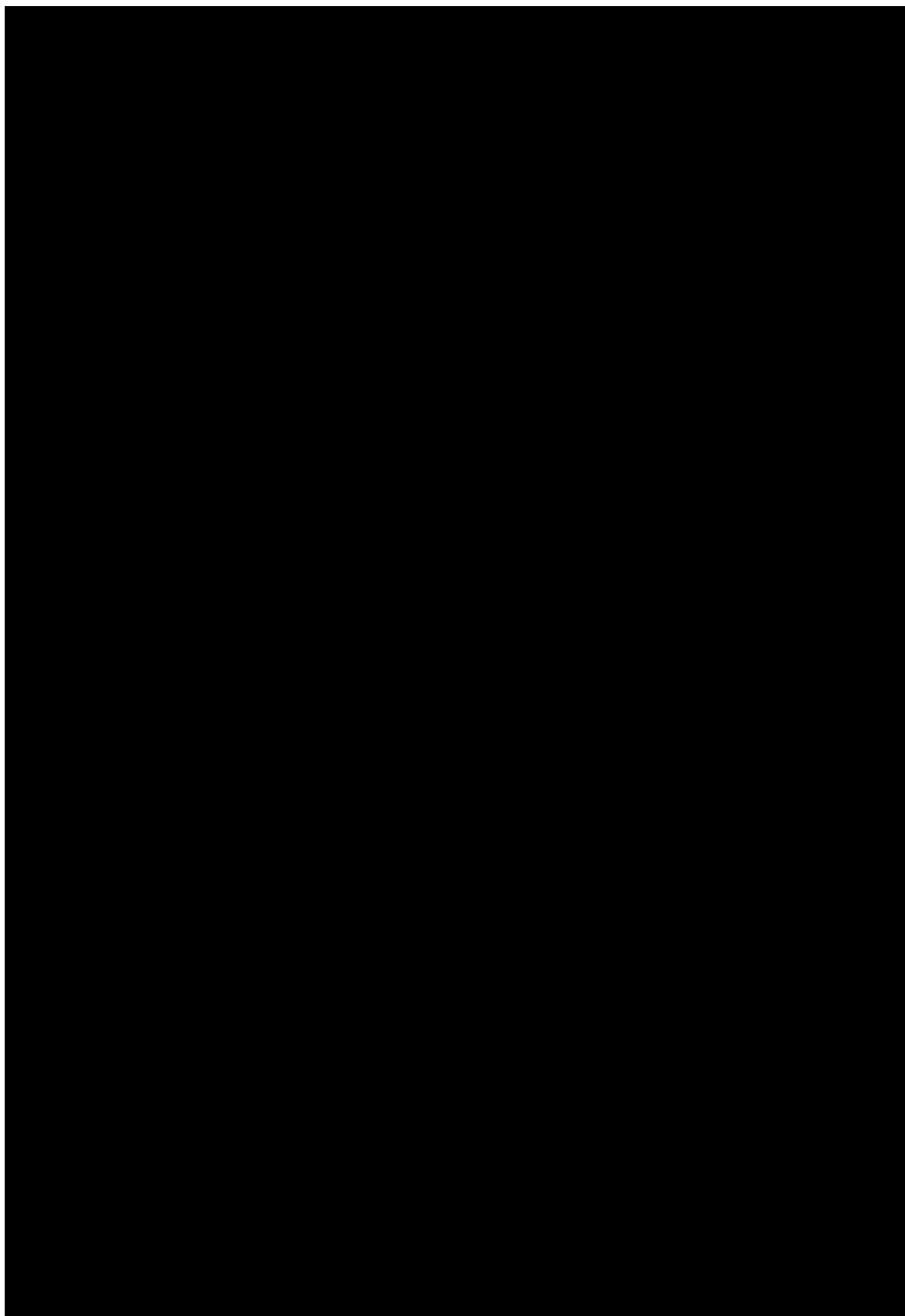
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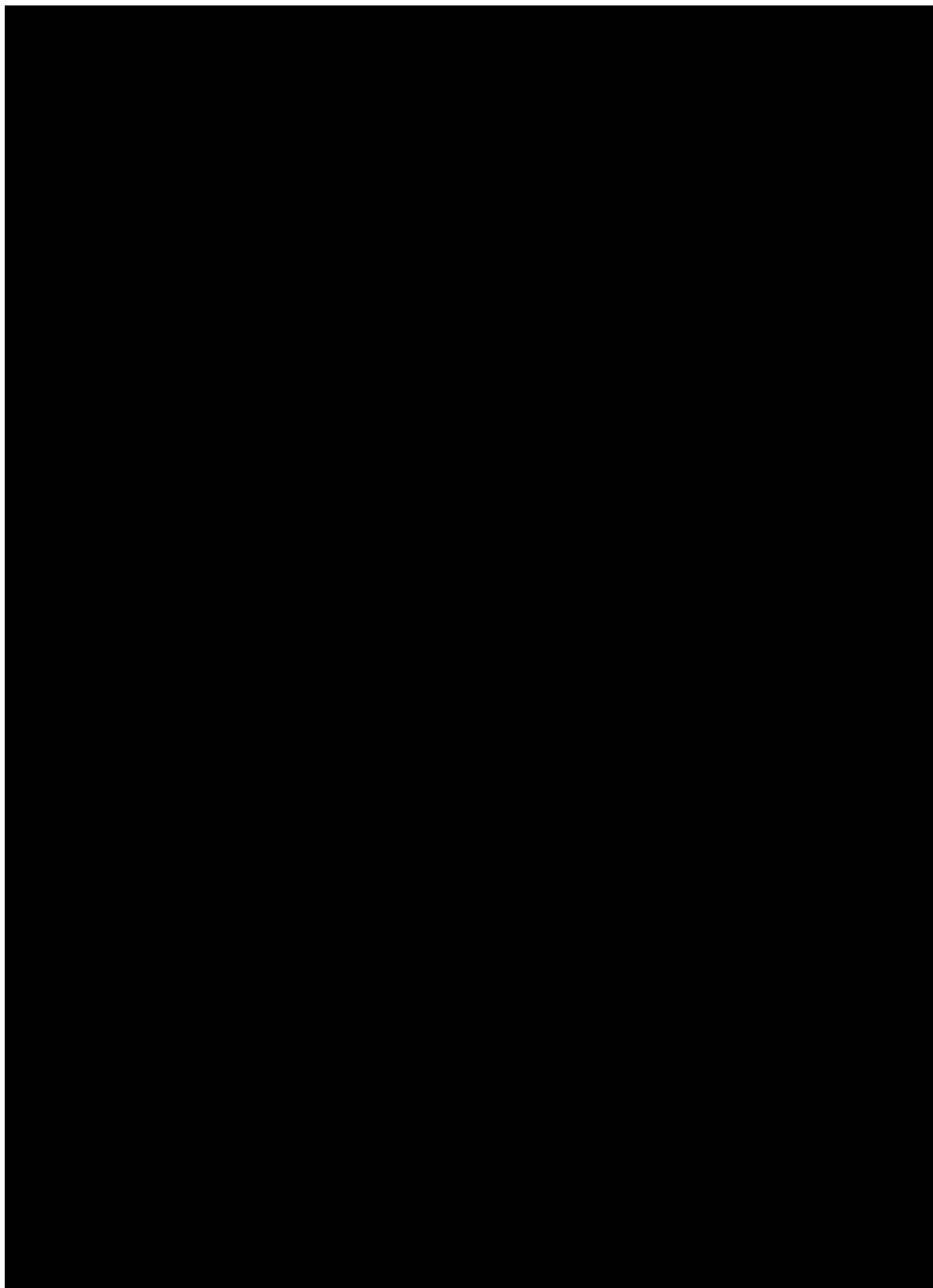
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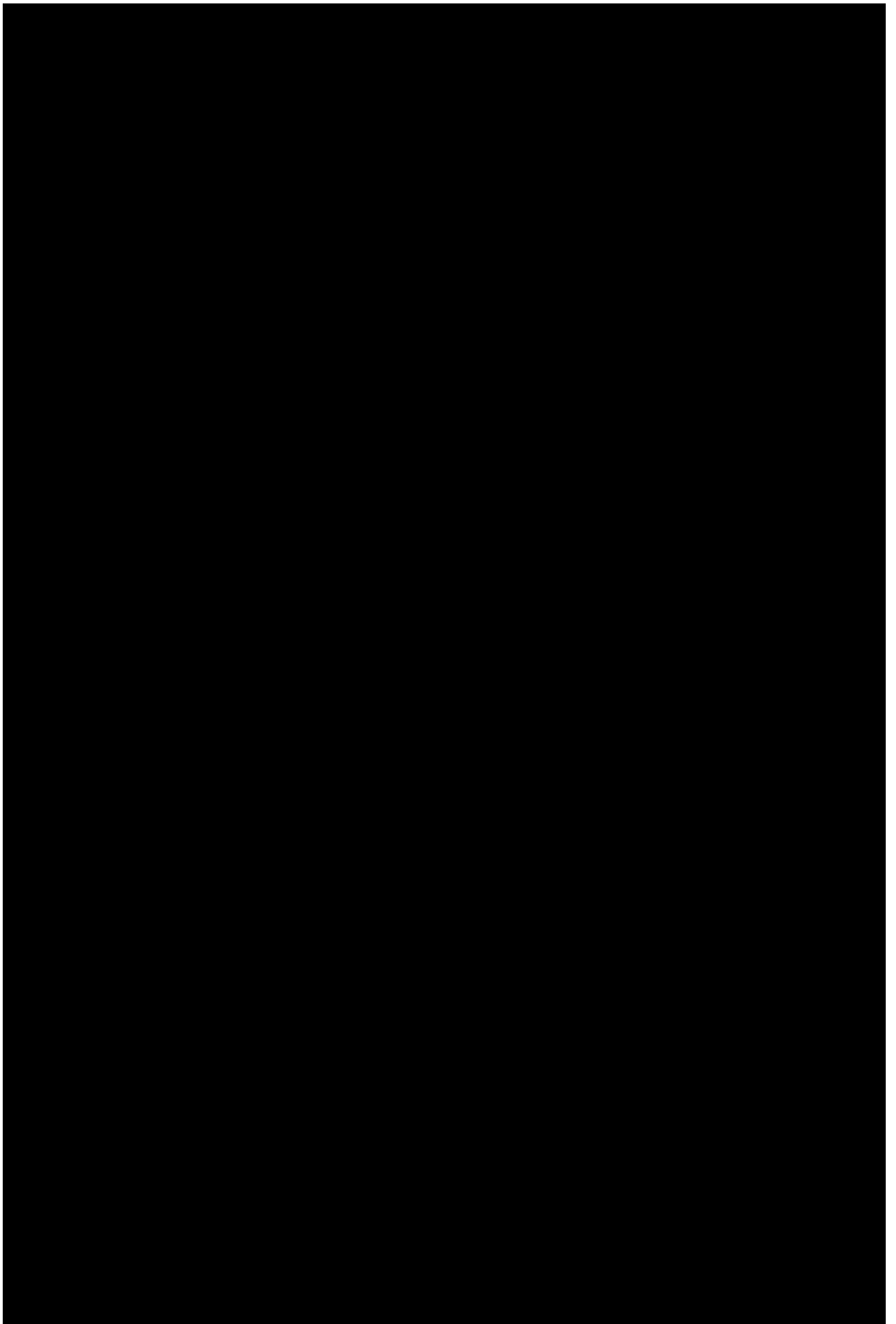
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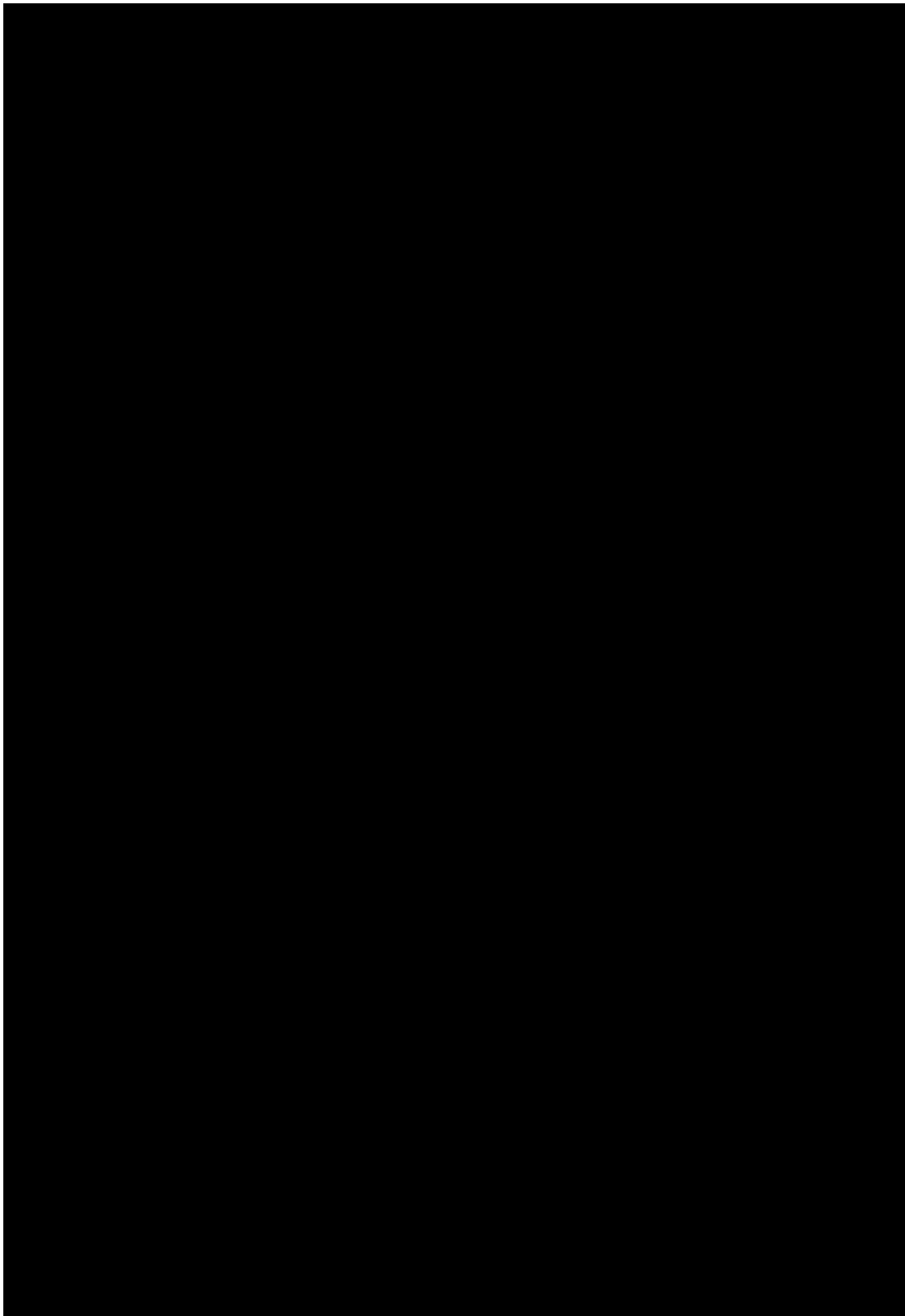


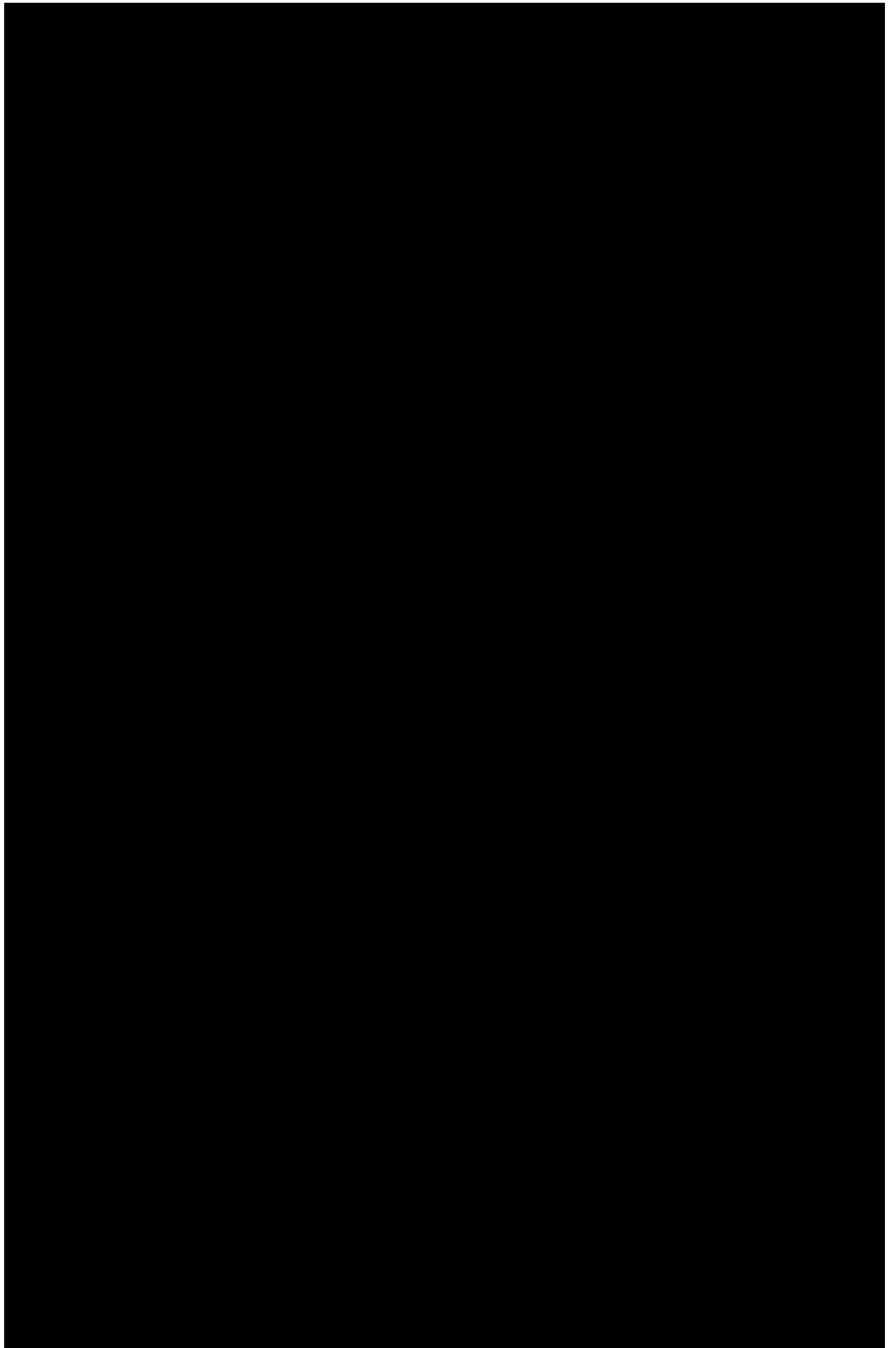












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...the study of the processes of information production, distribution, access, use and evaluation, and the study of the social, cultural, economic and political contexts in which these processes take place. (p. 10)

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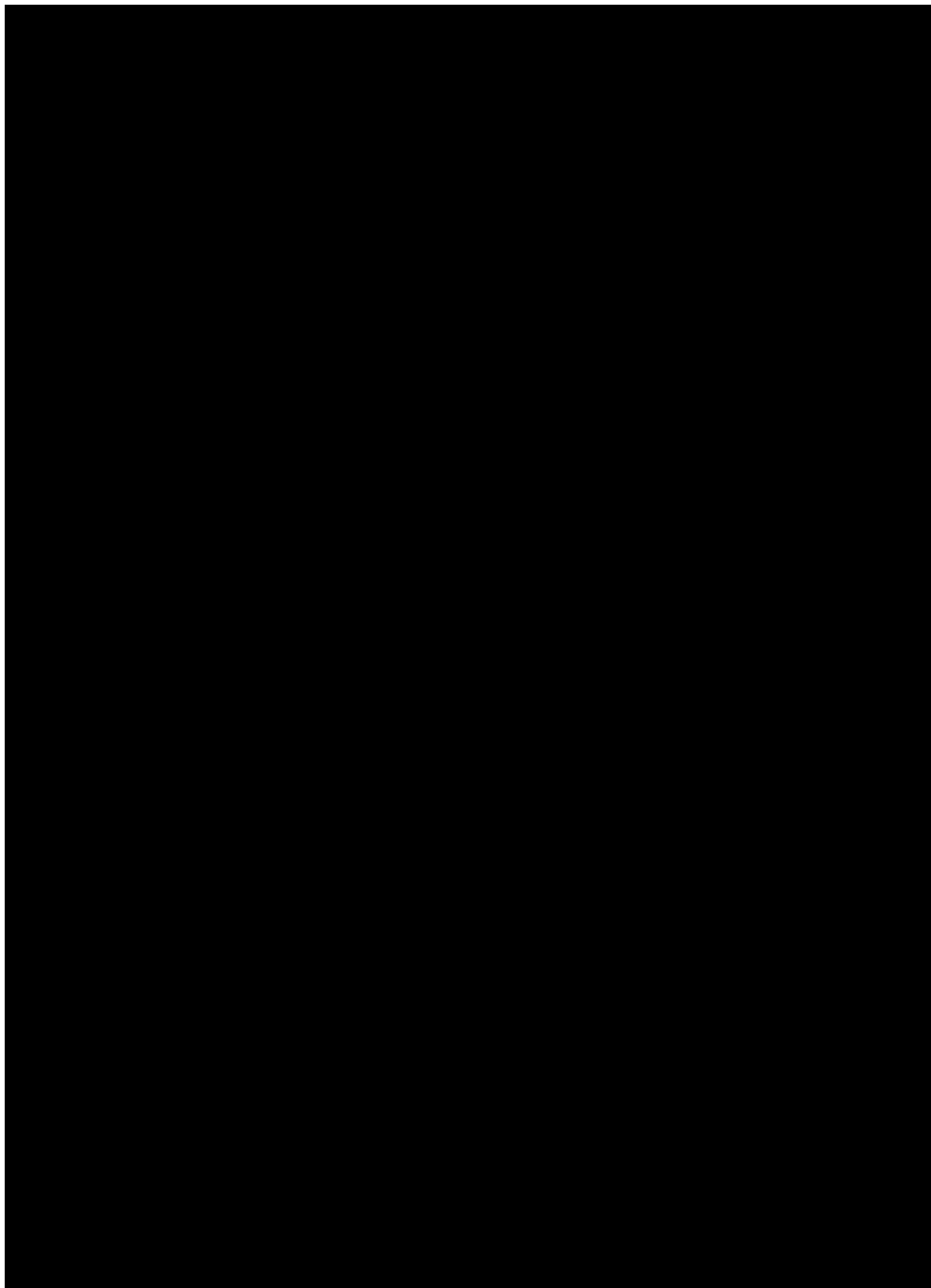
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the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million (1990–2000) and is projected to increase by a further 1.5 million by 2020 (Office for National Statistics 2001). The number of people aged 65 and over is projected to increase by 2.5 million by 2020 in the USA (U.S. Census Bureau 2000). The number of people aged 65 and over in the UK is projected to increase by 2.5 million by 2020 (Office for National Statistics 2001).

There is a growing awareness of the need to develop strategies to meet the needs of the ageing population. The World Health Organization (WHO) has developed a 'Global Strategy on Ageing and Health' (WHO 1999) which aims to 'enable older people to live longer, healthier, and more active lives'. The WHO has also developed a 'Global Strategy on the Prevention of Falls in Older People' (WHO 2001) which aims to 'reduce the risk of falls and the consequences of falls in older people'.

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the 1990s, the number of people in the world who are under 15 years of age has increased from 1.1 billion to 1.5 billion. The number of people aged 65 and over has increased from 200 million to 350 million. The number of people aged 15–64 years has increased from 1.1 billion to 1.4 billion.

There are a number of factors that have contributed to the increase in the number of people in the world who are under 15 years of age. One of the main factors is the increase in the number of people who are surviving into old age. This is due to a number of factors, including improvements in medical care, better nutrition, and a decline in the number of people who are dying from preventable diseases.

Another factor is the increase in the number of people who are having children. This is due to a number of factors, including a decline in the number of people who are having children at a young age, and a decline in the number of people who are having children at all. This is due to a number of factors, including a decline in the number of people who are having children at a young age, and a decline in the number of people who are having children at all.

The increase in the number of people in the world who are under 15 years of age is a cause for concern. This is because it is likely to lead to a number of problems, including a shortage of resources, a shortage of jobs, and a shortage of education. This is likely to lead to a number of problems, including a shortage of resources, a shortage of jobs, and a shortage of education.

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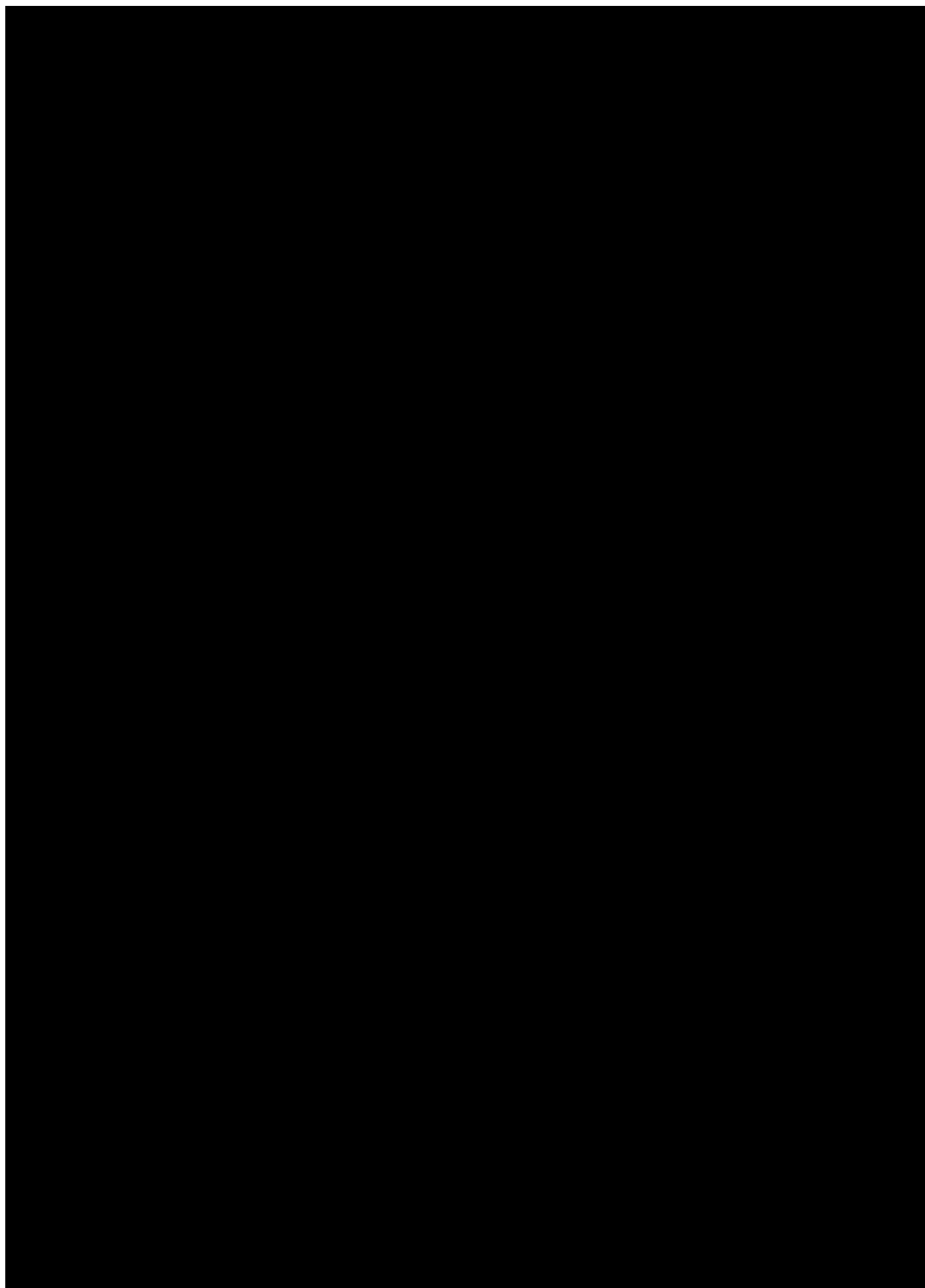
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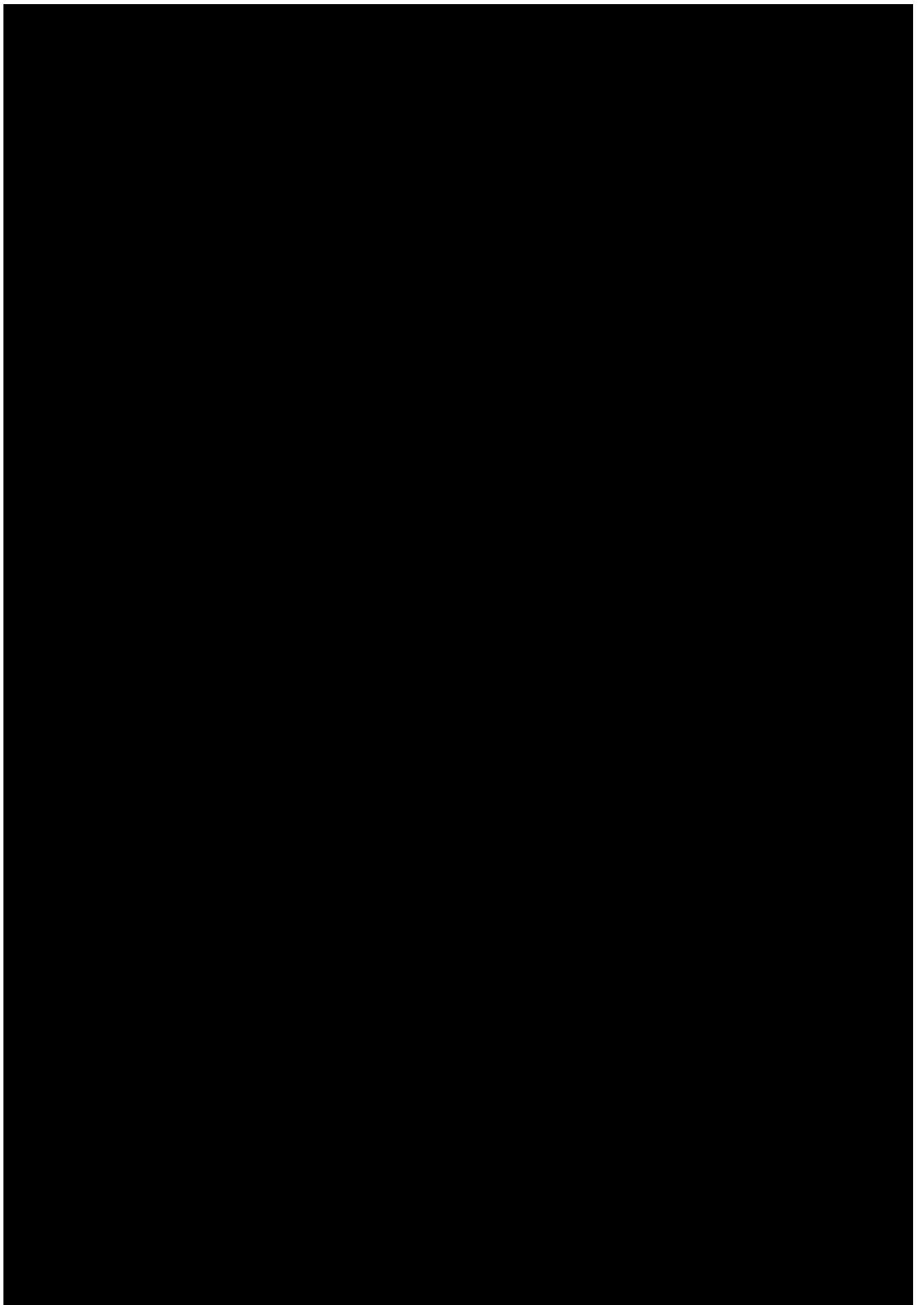
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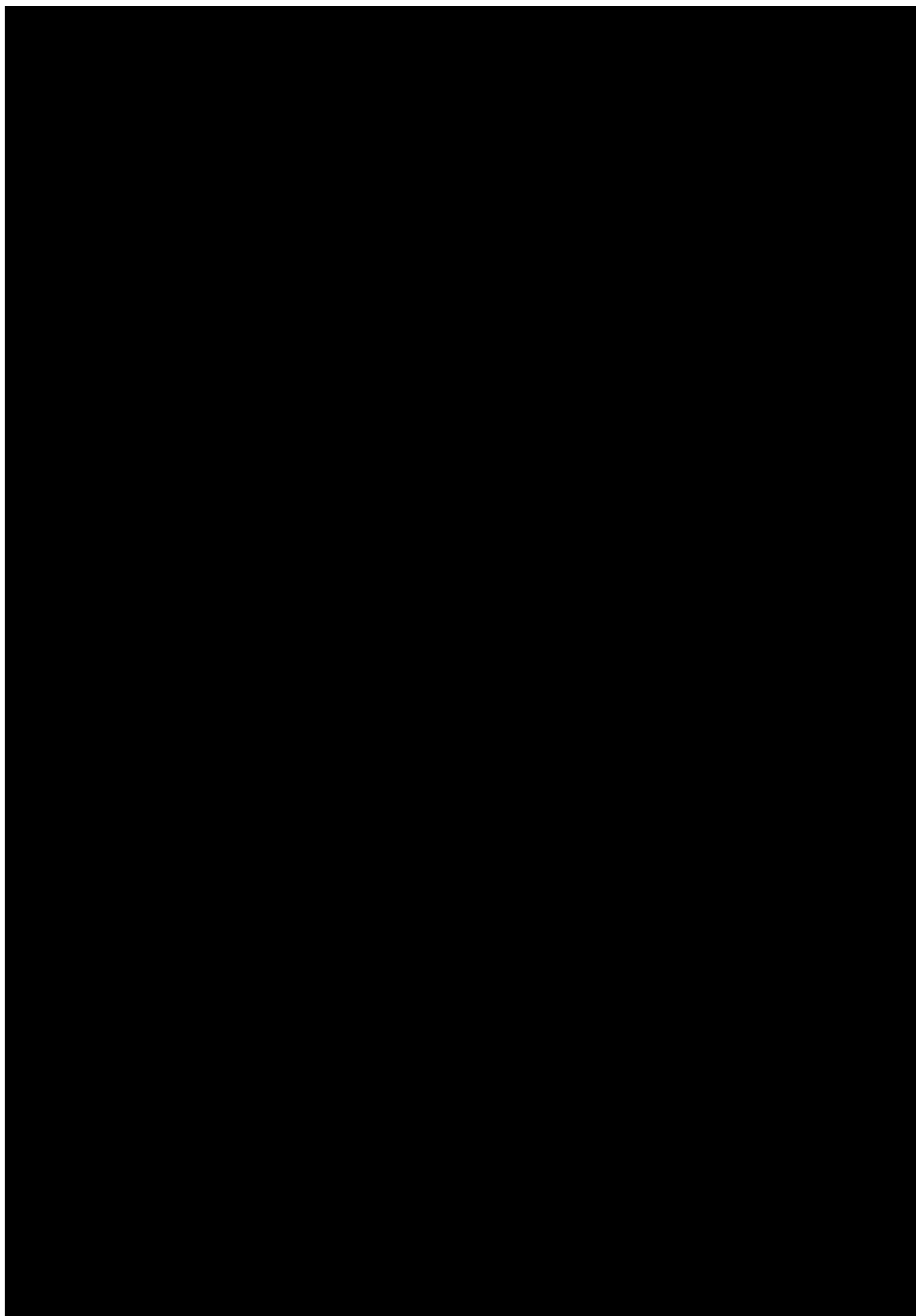
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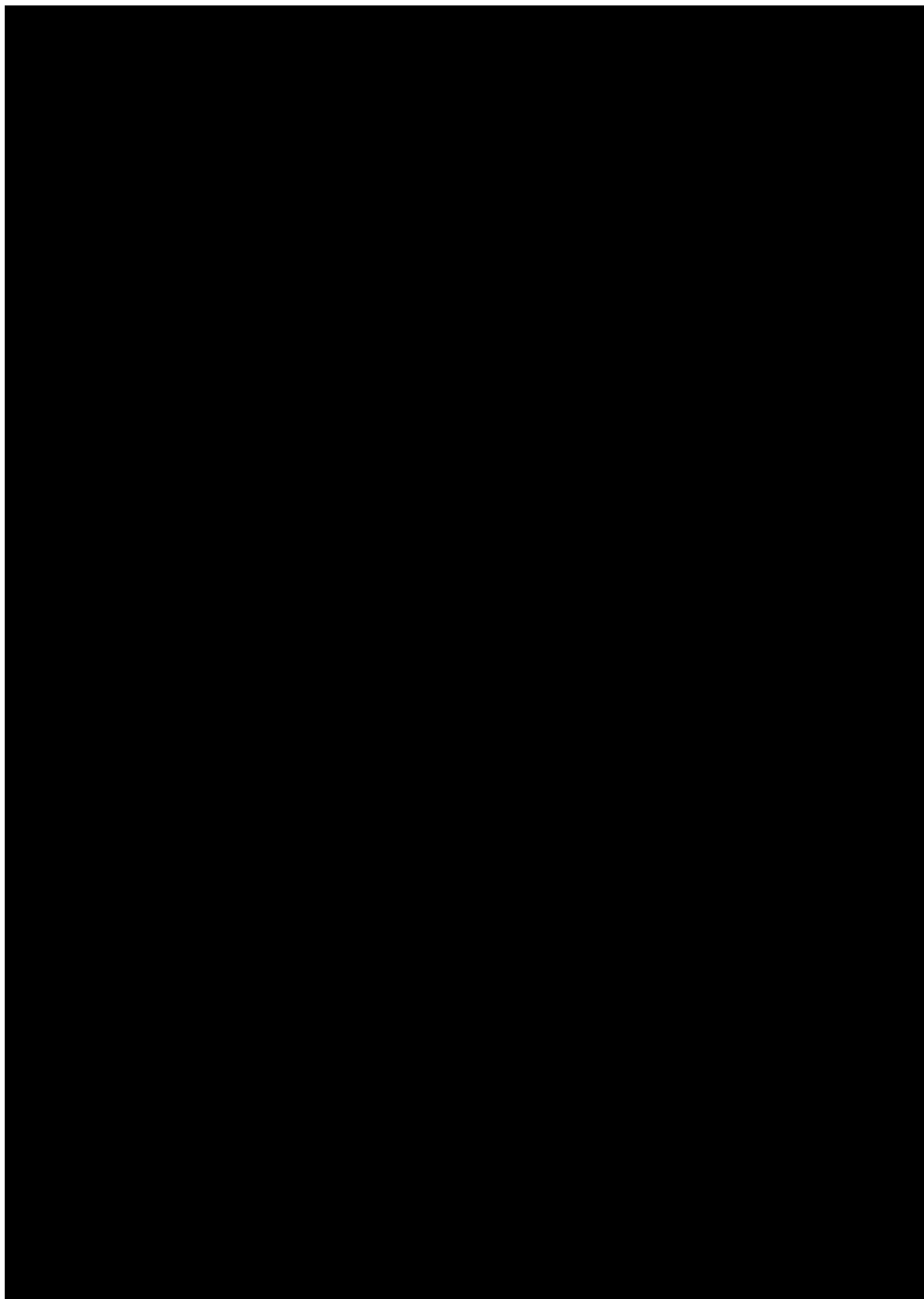
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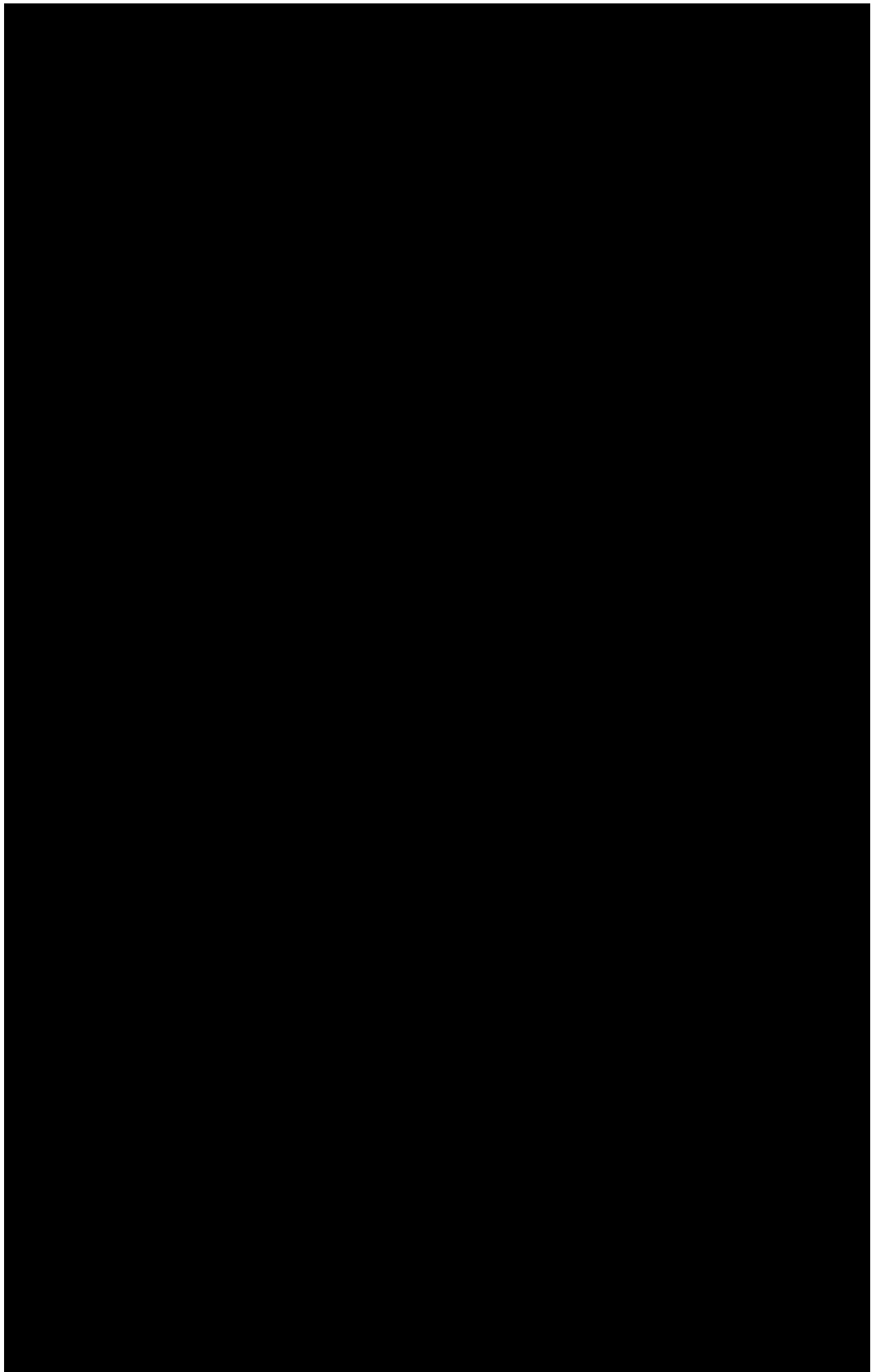




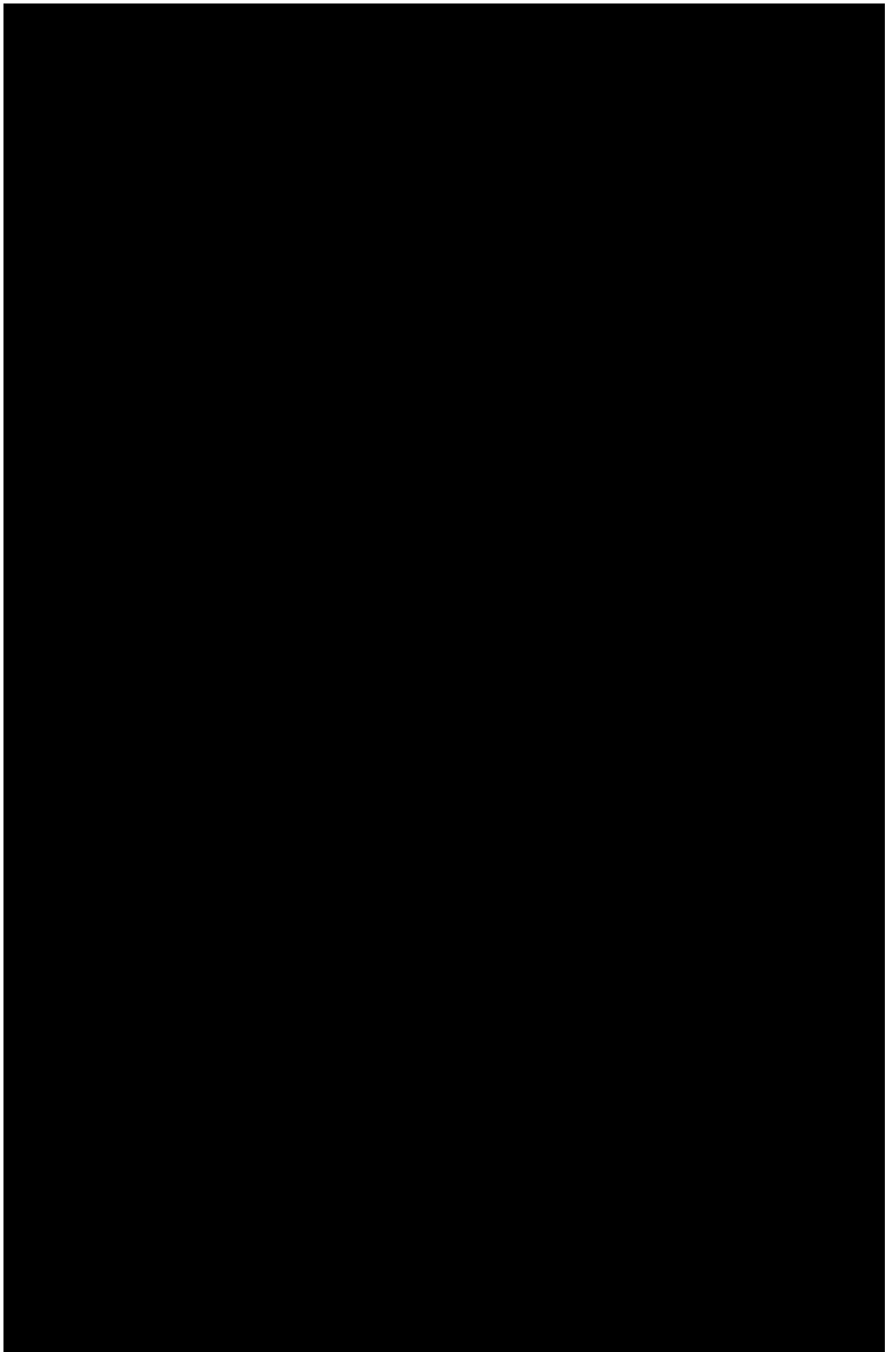


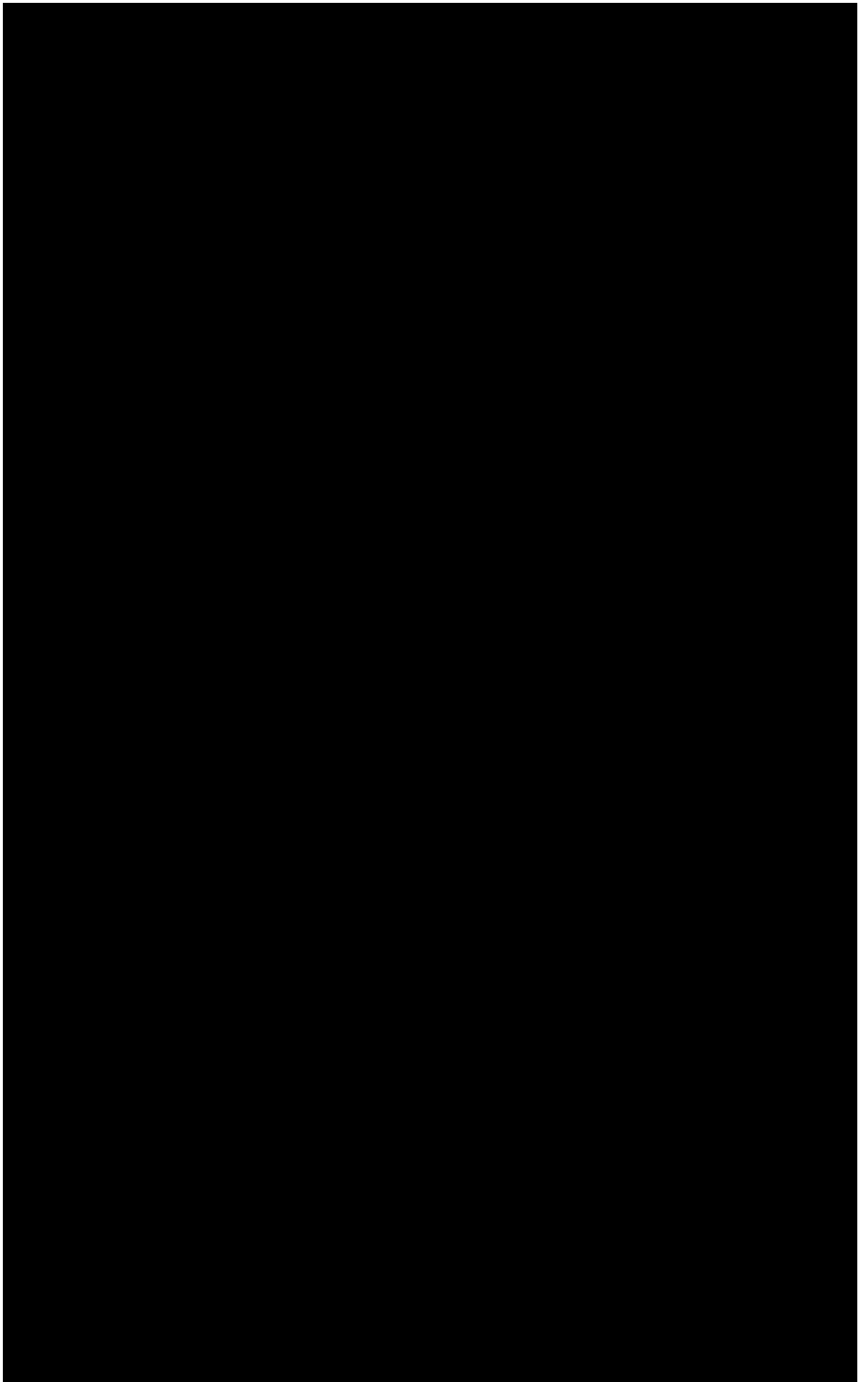
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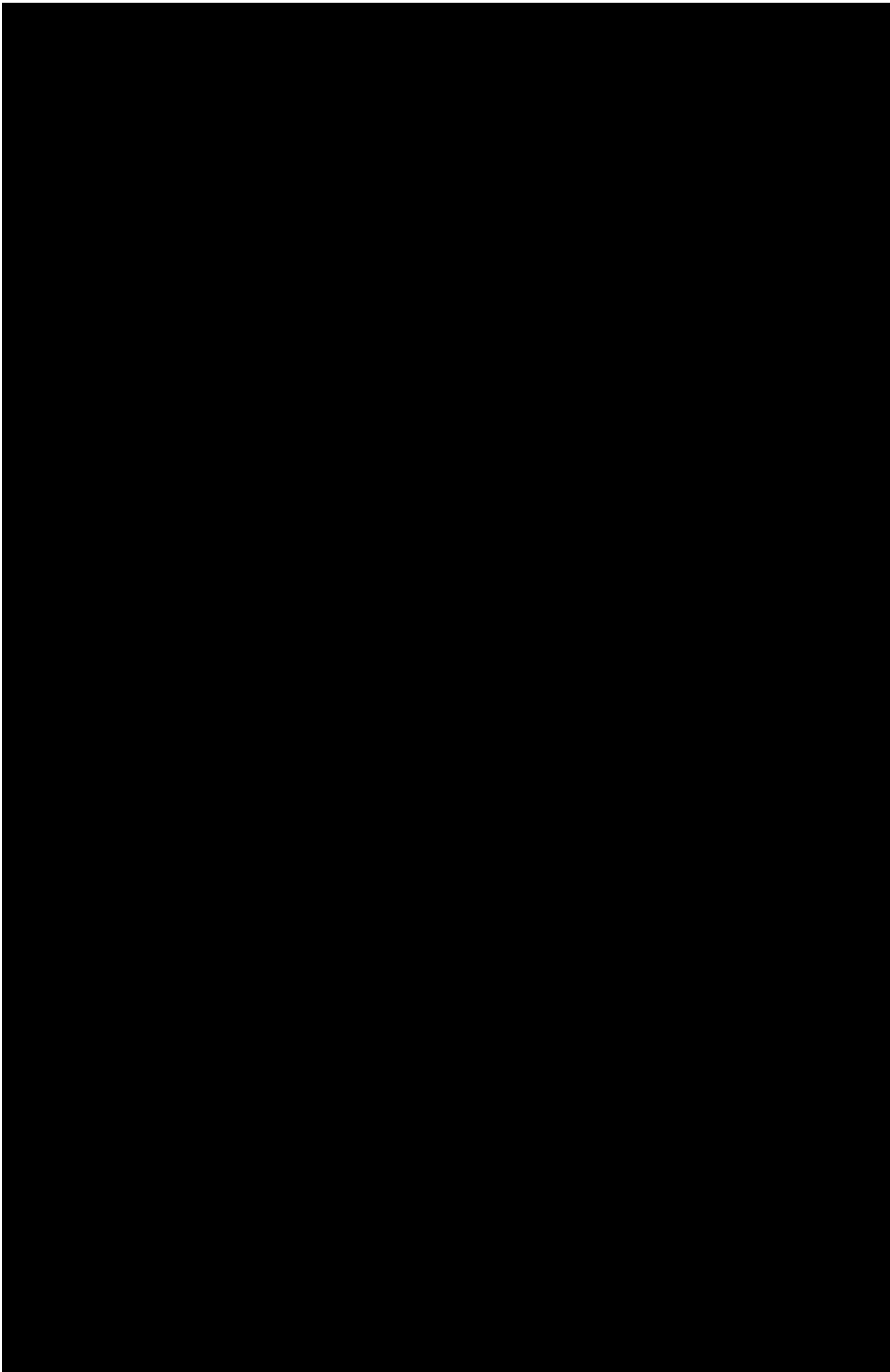


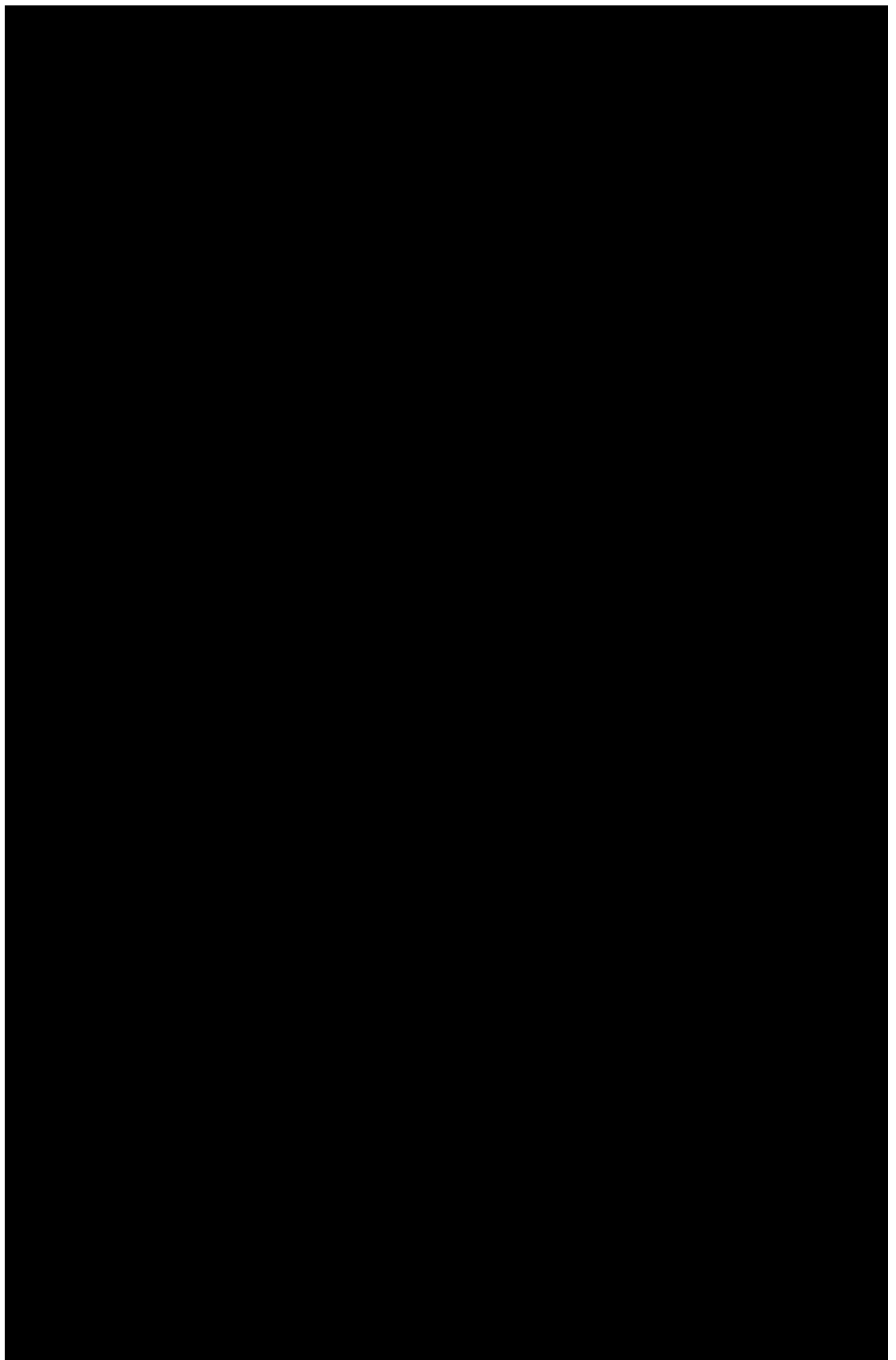




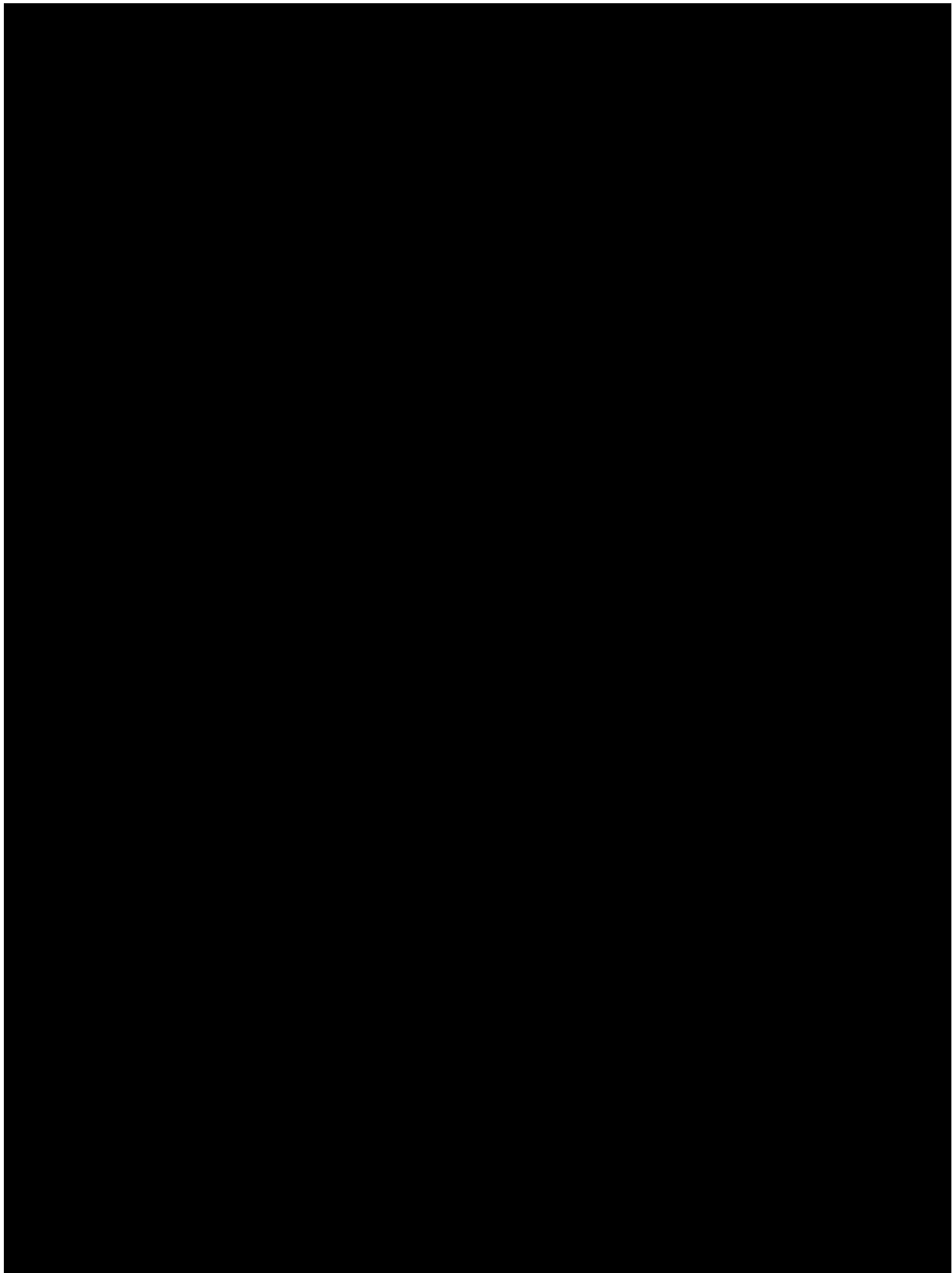








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the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million (from 2.5 million in 1980 to 4 million in 1999). The public sector has become a major employer in the UK, and this has implications for the way in which the public sector is managed and the way in which it is funded.

The public sector is a complex organisation, and it is difficult to understand how it works. This paper aims to provide a brief overview of the public sector in the UK, and to discuss the challenges that it faces. The paper is divided into three main sections: the first section discusses the structure of the public sector, the second section discusses the challenges that the public sector faces, and the third section discusses the ways in which the public sector can be improved.

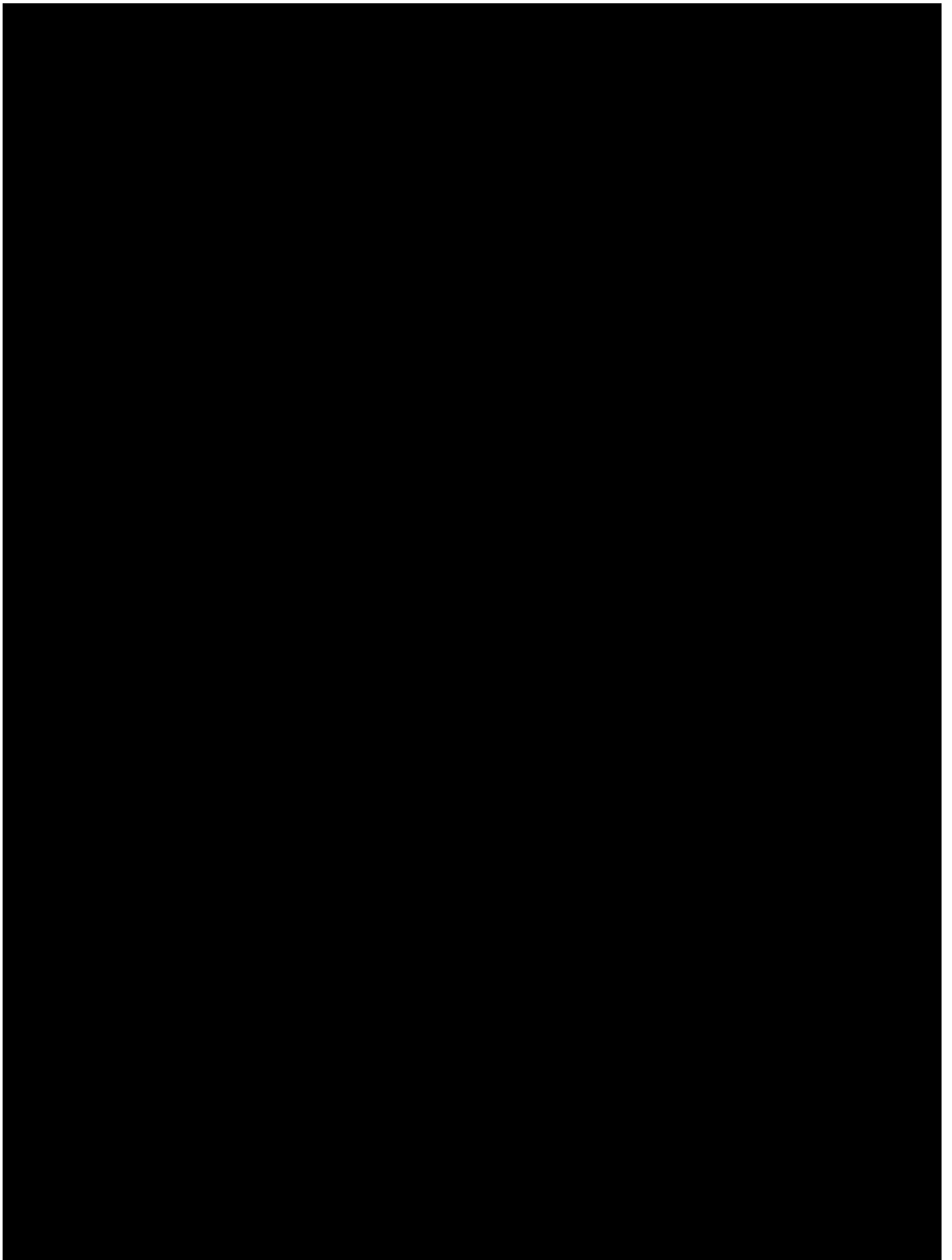
The public sector in the UK is a complex organisation, and it is difficult to understand how it works. The public sector is made up of a number of different organisations, each of which has its own role to play. The public sector is responsible for a wide range of services, including health care, education, and social services. The public sector is funded by the government, and it is accountable to the public.

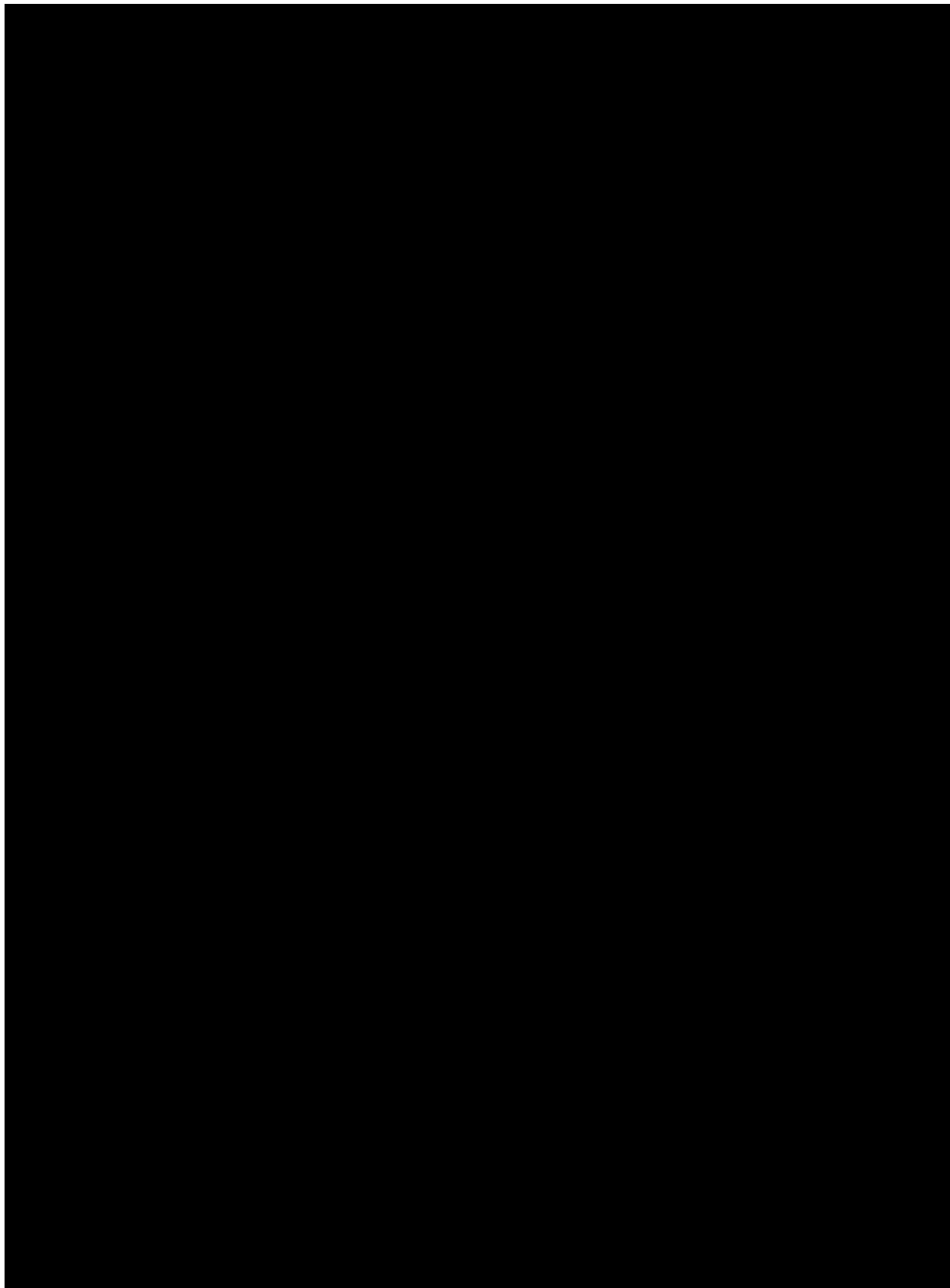
The public sector faces a number of challenges, including the need to provide high quality services, the need to be cost-effective, and the need to be accountable to the public. The public sector is also facing a number of new challenges, including the need to deal with an ageing population, the need to deal with a changing workforce, and the need to deal with a changing economy.

The public sector can be improved in a number of ways. One way is to improve the way in which the public sector is managed. Another way is to improve the way in which the public sector is funded. A third way is to improve the way in which the public sector is accountable to the public.

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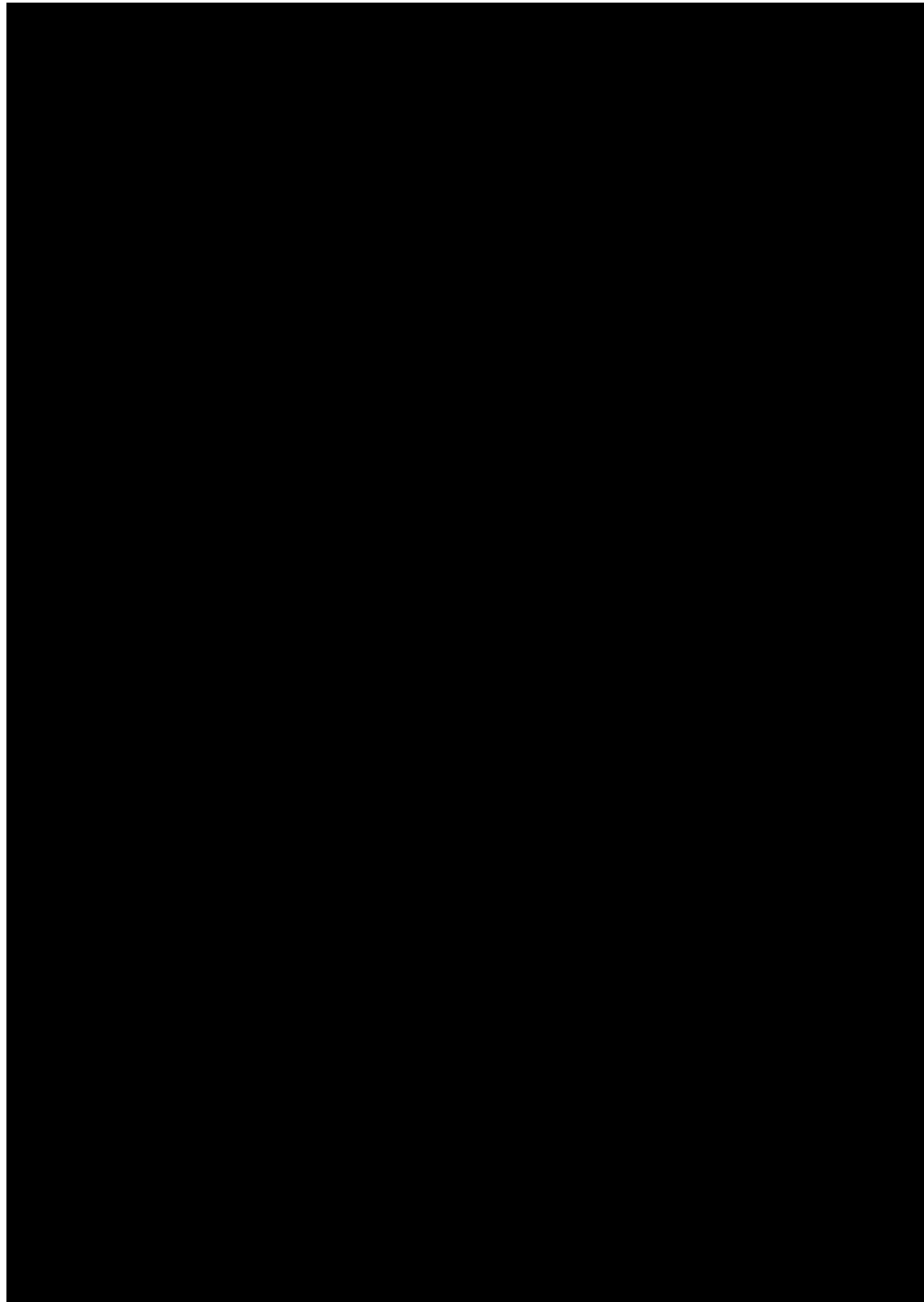




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